



To: MAYOR AND COUNCIL

Agenda Item #: VIII. B

From: Scott H. Neal, City Manager

Action

Discussion

Date: April 22, 2014

Information

Subject: Ordinance No. 2014-4 Establishing A Local Lodging Tax Funding For A Convention/Visitor's Bureau – 2nd Reading

Action Requested:

Approve second reading of Ordinance No. 2014-4 and schedule second reading, and adoption, for April 22, 2014.

Information / Background:

The City Council received a presentation on a proposal to establish a Destination Marketing Organization (DMO) from representatives of the Edina Chamber of Commerce at its March 4, 2014 City Council Work Session and approved first reading at the April 1, 2014 meeting.

The organizational status and bylaws of the DMO have been drafted by the Edina Chamber of Commerce. Those documents are included in this Council Packet. The City Attorney has prepared the required relationship agreement between the City and Explore agreement to describe the mutual expectations of the respective parties. That document will be considered by the City Council at the April 22 Council meeting if the Council approves second reading of this ordinance.

Attachments:

Ordinance No. 2014-4

Explore Edina formation documents

ORDINANCE NO. 2014-04
AN ORDINANCE AMENDING CHAPTER 20 OF THE EDINA CITY CODE
CONCERNING A LOCAL LODGING TAX

THE CITY OF EDINA ORDAINS:

Section 1. Section 20-384 of the Edina City Code is amended by adding the following definitions:

Lodging means the furnishing for consideration of lodging at a hotel, motel, rooming house, tourist court, or resort, other than the renting or leasing of it for a continuous period of thirty (30) calendar days or more.

Operator means a person who provides lodging to others, or any office, agent or employee of such person.

Section 2. Chapter 20, Article VII of the Edina City Code is amended by adding the following Section:

Section 20-388. Lodging Tax

(a) Imposition of Tax.

There is hereby imposed a tax of three percent (3%) on the gross receipts from the furnishing for consideration of lodging.

(b) Collection.

Each operator shall collect the tax imposed by this Section at the time rent is paid. The tax collections shall be held in trust by the operator for the City. The amount of tax shall be separately stated from the rent charged for the lodging.

(c) Payment and Returns.

The taxes imposed by this Section shall be paid by the operator to the City not later than twenty-five (25) calendar days after the end of the month in which the taxes were collected. At the time of payment the operator shall submit a return upon such forms and containing such information as the City may require. The return shall contain the following minimum information:

- (1) The total amount of rent collected for lodging during the period covered by the return.
- (2) The amount of tax required to be collected and due for the period.
- (3) The signature of the person filing the return or that of his agent duly authorized in writing.
- (4) The period covered by the return.
- (5) The amount of uncollectible rental charges subject to the lodging tax.

The operator may take a credit against taxes payable the amount of taxes previously paid for rent that was not actually collected.

(d) Examination of Returns, Adjustments, Notices, Demands and Audit.

After a return is filed, the City shall examine it and make any investigation or examination of the records and accounts of the person making the return deemed necessary for determining its correctness including a formal audit. The tax computed on the basis of such examination shall be the tax to be paid. If the tax due is found to be greater than that paid, such excess shall be paid to the City within ten (10) calendar days after receipt of a notice thereof given either personally or sent by registered mail to the address shown on the return. If the tax paid is greater than the tax found to be due, the excess shall be refunded to the person who paid the tax to the City within ten (10) calendar days after determination of such refund.

(e) Refunds.

Any person may apply to the City for a refund of taxes paid for a prescribed period in excess of the amount legally due for that period, provided that no application for refund shall be considered unless filed within one year after such tax was paid, or within one year from the filing of the return, whichever period is the longer. The City shall examine the claim and make and file written findings thereon denying or allowing the claim in whole or in part and shall mail a notice thereof by registered mail to such person at the address stated upon the return. If such claim is allowed in whole or in part, the City shall credit the amount of the allowance against any taxes due under this Section from the claimant and the balance of the allowance, if any, shall be paid by the City to the claimant.

(f) Failure to File a Return.

If any operator required by this Section to file a return shall fail to do so within the time prescribed, or shall make, willfully or otherwise, an incorrect, false, or fraudulent return, the operator shall, upon written notice and demand, file such return or corrected return within five (5) calendar days of receipt of such written notice and shall at the same time pay any tax due on the basis thereof. If such person shall fail to file such return or corrected return, the City shall make a return or corrected return, for such person from such knowledge and information as the City can obtain, and assess a tax on the basis thereof, which tax (less any payments theretofore made on account of the tax for the taxable period covered by such return) shall be paid within five (5) calendar days of the receipt of written notice and demand for such payment. Any such return or assessment made by the City shall be prima facie correct and valid, and such person shall have the burden of establishing its incorrectness or invalidity in any action or proceeding in respect thereto. If any portion of a tax imposed by this Section is not paid within thirty (30) calendar days after it is required to be paid, the City Attorney may institute such legal action as may be necessary to recover the amount due plus interest, and costs and disbursements. Upon a showing of good cause, the City may grant an operator one thirty (30) day extension of time within which to file a return and make payment of taxes as required by this Section provided that interest during such period of extension shall be added to the taxes due at the rate of one and one-half percent (1.5%) per month.

(g) Interest.

The amount of tax not timely paid shall bear interest at the rate of one and one-half percent (1.5%) per month from the time such tax should have been paid until paid. Any interest shall be added to the tax and be collected as part thereof.

(h) Violations.

Any person who shall willfully fail to make a return required by this Section; or who shall fail to pay the tax after written demand for payment, or who shall fail to remit the taxes collected or any interest imposed by this Section after written demand for such payment or who shall refuse to permit the City to examine the books, records and papers under his or her control, or who shall willfully make any incomplete, false or fraudulent return shall be guilty of a misdemeanor.

(i) Use of Proceeds.

Ninety-five percent (95%) of the proceeds obtained from the collection of taxes pursuant to this Section shall be used in accordance with Minnesota Statutes, section 469.190 as the same may be amended from time to time to fund a local convention or tourism bureau for the purpose of marketing and promoting the City as a tourist or convention center.

(j) Appeals.

Any operator aggrieved by any notice, order or determination made by the City under this Section may file a petition for review of such notice, order or determination detailing the operator's reasons for contesting the notice, order or determination. The petition shall contain the name of the petitioner, the petitioner's address and the location of the lodging subject to the order, notice or determination. The petition for review shall be filed with the City Clerk within ten (10) calendar days after the notice, order or determination for which review is sought has been mailed or served upon the person requesting review. Upon receipt of the petition the City Manager, or the Manager's designee, shall set a date for a hearing and give the petitioner at least five (5) calendar days' prior written notice of the date, time and place of the hearing. At the hearing, the petitioner shall be given an opportunity to show cause why the notice, order or determination should be modified or withdrawn. The petitioner may be represented by counsel of petitioner's choosing at petitioner's own expense. The hearing shall be conducted by the City Manager or the Manager's designee, provided only that the person conducting the hearing shall not have participated in the drafting of the order, notice or determination for which review is sought. The person conducting the hearing shall make written findings of fact and conclusions based upon the applicable sections of this Section and the evidence presented. The person conducting the hearing may affirm, reverse or modify the notice, order or determination made by the City. Any decision rendered by the City Manager pursuant to this subdivision may be appealed to the City Council. A petitioner seeking to appeal a decision must file a written notice of appeal with the City Clerk within ten (10) calendar days after the decision has been mailed to the petitioner. The matter will thereupon be placed on the Council agenda as soon as is practical. The Council shall then review the findings of fact and conclusions to determine whether they were correct. Upon a determination by the Council that the findings and conclusions were incorrect, the Council may modify, reverse or affirm the decision of the City Manager or his designee upon the same standards as set forth in this subdivision.

Section 3. This ordinance is effective on July 1, 2014 following its passage and publication.

First Reading: April 1, 2014

Second Reading:

Published:

Attest

Debra A. Mangen, City Clerk

James B. Hovland, Mayor

EXPLORE EDINA

Proposed Timeline

April 2014

- 22 City Council Meeting
Edina City Council second reading of proposed ordinance to institute lodging tax thereby allowing the creation of Explore Edina. Council review documents and proposes any changes.
- 23 Changes and revisions to Explore Edina Articles of Incorporation, By-Laws and other documents forwarded to Edina Chamber president.
- 28

May 2014

- 1 Articles of Incorporation filed with the State of Minnesota
- Finalize job descriptions and staffing needs for marketing director, bookkeeper and possible data entry.
- Begin vender interviews: ad agency, web site, etc
Begin work on operational set-up: office space, insurance, phones

June 2014

- Develop Explore Edina strategic plan- President
City begins collection of lodging tax

July 2014

August 2014

- Explore Edina receives first lodging tax revenue
Post for Marketing Director opening and begin interview process
Abdo, Eick & Meyers accounting training session

September 2014

- 1 Marketing Director begins
15 Draft Explore Edina marketing plan- prepared by new marketing director
30 Final Marketing Plan to BOD

December 2014 to January 2015

- Launch of Explore Edina website

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April 11, 2014

Via e-mail only
Lori@edina.org

Lori Syverson
Explore Edina
3300 Edinborough Way, Suite 150
Edina, MN 55435

RE: Business Formation – Explore Edina

Dear Lori:

Attached for your review and comment please find the following:

1. Articles of Incorporation;
2. By-laws;
3. Incorporator's Resolution.

I am concerned about using the name "Explore Edina" in light of Rebecca finding a similar name. I recommend you consider using a different name.

Please contact me to discuss questions or changes. Once the documents are in final format I propose that I forward the final versions to you and Scott Neal for consideration before submission to the City Council.

Very truly yours,

KALLAS LAW OFFICE LTD

/S/

Michael T. Kallas
Attorney at Law

MTK/srk
Attachments

BY-LAWS
OF
EXPLORE EDINA

BY-LAWS
of
Explore Edina

ARTICLE 1.
GENERAL PROVISIONS

1.1. *Name.* This organization (the “Corporation”) is incorporated under Chapter 317A of Minnesota Statutes and shall be known as Explore Edina.

1.2. *Purpose.* The Corporation is organized to promote and market tourism within Edina, Minnesota.

1.3. *Limitation of Methods.* The Corporation shall observe all local, state and federal laws that apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

1.4. *Registered Office.* The registered office of the Corporation shall be located within the State of Minnesota, as set forth in the Articles of Incorporation. The Board of Directors shall have authority to change the registered office of the Corporation and a statement evidencing any such change shall be filed with the Secretary of State of Minnesota as required by law.

1.5. *Offices.* The Corporation may have other offices, including its principal business office, either within or without the State of Minnesota.

1.6. *Corporate Seal.* The Board of Directors shall determine whether or not the Corporation will adopt a corporate seal. If a corporate seal is adopted, inscribed on the corporate seal shall be the name of the Corporation and the words “Corporate Seal,” and when so directed by the Board of Directors, a duplicate of the seal may be kept and used by the President of the Corporation.

ARTICLE 2.
MEMBERSHIP

The Corporation shall have no members or shareholders, as allowed by Minnesota Statute §317A.401, subd. 1(a).

ARTICLE 3.
DIRECTORS

3.1. *General Powers.* The property, affairs, and business of the Corporation shall be managed by the Board of Directors.

3.2. Number. The number of directors shall be fixed by resolution of the Board of Directors, subject to the limitation that the Corporation shall have at least five (5) and no more than twelve (12) directors. Any newly created directorships resulting from an action by the Board of Directors shall be filled by a majority vote of the directors serving at the time of increase.

3.3. Qualifications. Directors must be natural persons at least eighteen (18) years old, but need not be residents of Edina or of the State of Minnesota.

3.4. Term of Office. Except as otherwise provided herein, directors will be elected for a three (3) year term. Directors may hold their office for a maximum of two (2) consecutive three (3) year terms.

3.5. Ex Officio Directors. The President of the Edina Chamber of Commerce and the two (2) designees of the City of Edina will be *ex officio* directors. The *ex officio* directors will hold their directorship as long as they hold their respective positions as President of the Edina Chamber of Commerce or designee of the City of Edina.

3.6. Classification. Except for *ex officio* directors, the directors' terms will be staggered such that only a portion of the directors will have terms expiring in any given year. The classifications will be "red," "white" and "blue."

3.6.1. Red – The term of those directors classified as "red" will expire in 2015 and every three years thereafter, as follows: 2015, 2018, 2021, 2024 . . .

3.6.2. White – The term of those directors classified as "white" will expire in 2016 and every three years thereafter, as follows: 2016, 2019, 2022, 2025 . . .

3.6.3. Blue – The term of those directors classified as "blue" will expire in 2017 and every three years thereafter, as follows: 2017, 2020, 2023, 2026 . . .

Reasonable efforts will be made to generally equalize the number of directors within each classification. Except for the expiration of term described above, all classifications of directors are equal, and all directors are entitled to one (1) vote on any matter.

3.7. Nomination of Directors.

3.7.1. Nomination Committee. At the regular January board meeting, the Board Chair shall appoint, subject to approval by the Board of Directors, a Nominating Committee of not less than three (3) members of the Board of Directors, including the President. The President shall serve as the Chair of the Nominating Committee. The Nominating Committee will nominate proposed officers and directors.

3.7.2. Prior to the February Board meeting, the Nominating Committee shall present to the Board Chair a slate of candidates, representing a cross-section of the hospitality industry and the City of Edina and the Edina Chamber of Commerce, to replace the directors whose terms are expiring, and to fill other existing board vacancies. Each nomination shall include a classification.

3.7.3. Nominations by the Board. Prior to the March board meeting, additional candidates for directors can be nominated by motion made, seconded and approved by the members of the Board of Directors.

3.8. Election of Directors. Except for the initial board which is elected by the incorporator, the election of the Board of Directors shall be held in the month of April each year. The election shall fill all vacant director positions, including those vacated by classification and those vacant by reason of the Board adding additional director positions.

3.8.1. Presiding Officer. The Board Chair shall preside over the election proceedings unless he/she is one of the nominees, or in his/her/ absence, the Vice Chair shall preside. If the Vice Chair is also a nominee, a chairperson of the election shall be appointed by the Board of Directors. This chairperson of the election shall be a member of the Board of Directors.

3.8.2. Process. The Chairperson of the election shall specify a fair and reasonable process for the election, including a voice vote or a paper ballot or such other fair and reasonable method as determined by the Chairperson of the election. Election of a director shall be by majority vote of the directors present, as otherwise provided herein for all other votes of directors.

3.9. Quorum. A majority of the Board of Directors constitutes a quorum for the transaction of business; provided, however, that if any vacancies exist by reason of death, resignation, or otherwise, a majority of the remaining directors constitutes a quorum. If less than a quorum is present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

3.10. Proxies. Directors are not entitled to vote by proxy.

3.11. Action of Directors. The act of a majority of the directors present at a meeting at which a quorum is present is the act of the Board of Directors.

3.12. Meetings and Notice and Waiver. The Board of Directors shall meet regularly at such time and place as the board may resolve from time to time. Meetings of the Board of Directors may be held from time to time at any place, within or without Edina, Minnesota that the Board of Directors may select. If the Board of Directors fails to select a place for a meeting, the meeting shall be held at the principal executive office of the Corporation.

3.12.1. Notice. The President or any director may call a meeting of the Board of Directors by giving notice to all directors of the date, time, and place of the meeting. If the notice is to be mailed, then the notice must be mailed to each director at least five (5) calendar days prior to the meeting. If the notice is not mailed, then the notice must be given to each Director at least forty-eight (48) hours prior to the meeting. If the date, time, and place of the meeting has been announced at a previous meeting, no additional notice of such meeting is required, except that notice shall be given to all directors who were not present at the previous meeting. Notice of the meeting of the Board of Directors need not state the purposes of the meeting.

3.12.2. Waiver. A director may orally or in writing waive notice of the meeting. Attendance by a director at a meeting of the Board of Directors is also a waiver of notice of such meeting, except where the director objects at the beginning of the meeting to the transaction of business because the meeting allegedly is not lawfully called or convened and does not participate thereafter in the meeting.

3.13. Meeting By Electronic Communication. A conference among directors by any means of communication through which the directors participating in the conference can communicate with each other constitutes a meeting of the Board of Directors if the number of directors participating in the conference would be sufficient to constitute a quorum, and if the same notice is given of the conference as would be required for the Board of Directors meeting under these By-Laws. In any Board of Directors meeting, a director may participate by any means of communication through which the directors physically present at the meeting may simultaneously hear each other during the meeting.

3.14. Compensation. Directors may receive such compensation as may be determined from time to time by resolution of the Board of Directors.

3.15. Committees. By the affirmative vote of a majority of the directors, the Board of Directors may establish a committee or committees having the authority of the Board of Directors in the management of the business of the Corporation to the extent provided in the resolution adopted by the Board of Directors. A committee shall consist of one or more persons, who need not be directors, appointed by affirmative vote of a majority of the directors present. A majority of the members of the committee present at any meeting of the committee is a quorum for the transaction of business, unless a larger or smaller proportion or number is provided in the resolution approved by the Board of Directors. Minutes of any committees created by the Board of Directors shall be available upon request to members of the committee and to any director.

3.16. Executive Committee. The Board of Directors shall have a standing Executive Committee. The Executive Committee shall act for and on behalf of the Board of Directors when the Board of Directors is not in session, but shall be accountable to the Board of Directors for any of its actions and is subject to the direction and control of the Board of Directors. The Executive Committee shall consist of the President, Treasurer, Board Chair, immediately past Board Chair and Vice Chair. Notwithstanding the provisions of section 3.15 above, all of the members of the Executive Committee shall be members of the Board of Directors. If the term of a member of the Executive Committee would have otherwise expired, then the term of the Executive Committee member will be extended until the director is no longer a designated member of the Executive Committee.

3.17. Action by Absent Director. A director may give advance written consent or opposition to a proposal to be acted upon at a Board of Directors meeting by giving a written statement to the President, or any director setting forth a statement of the proposal to be voted on and containing a statement of the director's voting preference with regard to the proposal. An advance written statement does not constitute presence of the director for the purposes of determining a quorum, but the advance written statement shall be counted in the vote on the subject proposal provided that the proposal acted on at the meeting is substantially the same or

has substantially the same effect as the proposal set forth in the advance written statement. The advance written statement by a director on a proposal shall be included in the records of the Board of Director's action on the proposal.

3.18. *Removal of Directors.* At any duly called meeting of the directors, the affirmative vote of a number of directors sufficient to elect a director may remove any or all of the directors, with or without cause, and may elect replacements (exclusive of the director whose removal is proposed).

3.19. *Vacancies.* Any vacancy on the Board of Directors may be filled by vote of the remaining directors, even though less than a quorum. The director filling the vacancy shall be classified with the same classification as the vacancy filled.

3.20. *Order of Business.* The suggested order of business at any meeting of the directors shall be:

3.20.1. Roll Call.

3.20.2. Proof of due notice of meeting, unanimous attendance, or waiver of notice.

3.20.3. Reading and disposal of any unapproved minutes.

3.20.4. Reports of officers and committees.

3.20.5. Election of officers.

3.20.6. Unfinished business.

3.20.7. New business.

3.20.8. Adjournment.

3.21. *Written Action by Directors.* Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting and notice thereof if an "Action in Writing" setting forth the action taken is signed by all of the directors.

3.22. *Dissent From Action.* A director who is present at a meeting of the Board of Directors at which any action is taken shall be presumed to have assented to the action taken unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter, or unless the director votes against the action at the meeting, or is prohibited from voting on the action.

ARTICLE 4. OFFICERS

4.1. *Election of Officers.* The Board of Directors shall, from time to time, elect a President, Treasurer, Board Chairperson and Board Vice Chairperson. Subject to an election by the board to the contrary, it is intended that the Board Vice Chairperson will succeed the Board

Chairperson. In addition, the Board of Directors may elect such other officers and agents as it may deem necessary. The officers shall exercise such powers and perform such duties as are prescribed by applicable statutes, the Articles of Incorporation, the By-Laws, or as may be determined from time to time by the Board of Directors. Any number of offices may be held by the same person.

4.2. Term of Office. The officers shall hold office until their successors are elected and qualify; provided, however, that any officer may be removed with or without cause by the affirmative vote of a majority of the directors present at the Board of Directors meeting.

4.3. President. The President shall:

4.3.1. Have general active management of the business of the Corporation;

4.3.2. When present, and if there is no Chairman of the Board, preside at all meetings of the Board of Directors;

4.3.3. See that all orders and resolutions of the Board of Directors are carried into effect;

4.3.4. Sign and deliver in the name of the Corporation any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation or By-Laws or by the Board of Directors to some other officer or agent of the Corporation;

4.3.5. Maintain records of and, whenever necessary, certify all proceedings of the Board of Directors; and

4.3.6. Perform other duties prescribed by the Board of Directors.

All other officers shall be subject to the direction and authority of the President.

4.4. Treasurer. The Treasurer shall:

4.4.1. Keep accurate financial records for the Corporation;

4.4.2. Deposit all money, drafts, and checks in the name of and the credit of the Corporation in the banks and depositories designated by the Board of Directors;

4.4.3. Endorse for deposit all notes, checks, and drafts received by the Corporation as ordered by the Board of Directors, making proper vouchers therefor;

4.4.4. Disburse corporate funds and issue checks and drafts in the name of the Corporation, as ordered by the Board of Directors;

4.4.5. Render to the President and the Board of Directors, whenever requested, an account of all transactions by the Treasurer and of the financial condition of the Corporation; and

4.4.6. Perform other duties prescribed by the Board of Directors or by the President.

4.5. *Vice President.* The board may elect one or more Vice presidents from time to time. Each Vice President, if any, has such powers and shall perform such duties as may be specified in these By-Laws or prescribed by the Board of Directors. In the event of absence or disability of the President, the Vice President shall assume the President's powers and duties. If there are two or more Vice Presidents, the order of succession shall be determined through seniority by the order in which elected or as otherwise prescribed by the Board of Directors.

ARTICLE 5. INDEMNIFICATION

5.1. Directors, officers, committee members, and other persons shall have the rights to indemnification provided by Section 317A.521 of the Minnesota Statutes and laws amendatory thereof and supplementary thereto.

ARTICLE 6. FINANCIAL AND PROPERTY MANAGEMENT

6.1. *Fiscal Year.* The fiscal year of the Corporation shall begin on 1st of January each year.

6.2. *Checks.* All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the President or Treasurer or any other officer of officers, agent or agents of the Corporation, as may from time to time be determined by resolution of the Board of Directors.

6.3. *Deposits.* All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE 7. AMENDMENTS

7.1. The Board of Directors of the Corporation is expressly authorized to make By-Laws of the Corporation and from time to time to adopt, amend, or repeal By-Laws so made to the extent and in the manner prescribed by the Minnesota Statutes.

These By-laws are hereby adopted by the Board of Directors as of this _____ day of _____, 2014

Explore Edina
(a Minnesota Non-Profit Corporation)

By: _____
Its: _____ President

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ARTICLES OF INCORPORATION
OF
EXPLORE EDINA

I, the undersigned, being of full age, for the purpose of forming a nonprofit corporation under Chapter 317A of Minnesota Statutes as amended, do hereby form a body corporate and adopt these Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation shall be: Explore Edina.

ARTICLE II
PURPOSE

This corporation is organized as a nonprofit business league, chamber of commerce or trade association within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), or such other provisions of Minnesota or Federal law as may from time to time be applicable. The general purposes of this corporation are to promote and market tourism within Edina, Minnesota.

ARTICLE III
POWERS

Notwithstanding any other provisions of these Articles of Incorporation, all of the work of this corporation shall be carried on, and all funds of this corporation, whether income or principal and whether acquired by gift or contribution or otherwise, shall be used and applied exclusively for exempt purposes directly or indirectly benefiting this corporation within the meaning of Section 501(c)(6) of the Code, and in such manner that no part of the net earnings of this corporation will in any event inure to the benefit of any member, officer or director of this corporation or of any other corporation, organization, foundation, fund or institution, or any

other individual (except that reasonable compensation may be paid for services rendered to or for this corporation in furtherance of one or more of its purposes).

ARTICLE IV
INUREMENT OF INCOME

This corporation does not and shall not afford pecuniary gain incidentally or otherwise to its members, directors or any other organization or private individual.

ARTICLE V
DURATION

The duration of this corporation shall be perpetual.

ARTICLE VI
REGISTERED OFFICE

The registered office of this corporation shall be located at 3300 Edinborough Way, Suite 150, Edina, Minnesota 55435.

ARTICLE VII
CAPITAL STOCK

This corporation shall have no capital stock and no members.

ARTICLE VIII
DIRECTORS

Section 8.1. The management of this corporation shall be vested in a Board of Directors.

Section 8.2. The number, qualifications and terms of office of the directors shall be fixed by the By-laws of this corporation.

Section 8.3. The members of the initial Board of Directors shall be appointed by resolution of the incorporator. Each member of the initial Board of Directors shall continue in office until his or her successor is elected and qualified or he or she is removed from office as provided by law or in the By-laws of this corporation.

ARTICLE IX

DISSOLUTION

Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of this corporation, dispose of all the assets of this corporation exclusively for the purposes for which this corporation was organized in such manner as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of this corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE X
AMENDMENT**

These Articles may be amended by the Board of Directors by the affirmative vote of a majority of the Directors then in office who are present and entitled to vote at a duly held meeting of the Board of Directors for which notice of the meeting and the proposed amendment have been given.

**ARTICLE XI
INCORPORATOR**

The name and address of the incorporator of this corporation is:

Lori Syverson
Edina Chamber of Commerce
3300 Edinborough Way, Suite 150
Edina, MN 55435

IN WITNESS WHEREOF, I have hereunto executed these Articles of Incorporation this _____ day of April, 2014.

Lori Syverson, Incorporator

RESOLUTION
BY THE INCORPORATOR
OF
Explore Edina

PURSUANT TO Minnesota Statute § 317A.171, I hereby elect the initial Board of Directors of the corporation to the classification specified, as follows:

<u>BOARD MEMBER</u>	<u>AFFILIATION</u>	<u>CLASSIFICATION</u>
President	Edina Chamber of Commerce	Ex officio
	City of Edina	Ex Officio
	City of Edina	Ex Officio
Marc Faubert	Westin Hotel	Blue

Dates: April, 2014

Lori Syverson, Incorporator